## Edgar Filing: UGI CORP /PA/ - Form 4

UGI CORP Form 4 March 05, 2											
FORM	ΠД								OMB AF	PROVAL	
	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th			,, e	sing ton,	<b>D</b> .C. <b>2</b> 0				Expires:	January 31,	
if no lon subject t Section Form 4 o	o SIAIEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.5		
Form 5 obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17(a	a) of the l	Public U		ding Con	npany	Act of	e Act of 1934, 1935 or Sectior 0	1		
(Print or Type	Responses)										
Walsh John L Sym			Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last)				CORP /PA/ [UGI] te of Earliest Transaction				(Check all applicable)			
			(Month/Day/Year) 03/03/2014					X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO			
KING OF I	(Street) PRUSSIA, PA 194	106		endment, Da nth/Day/Year	-			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson	
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed			4. Securit on(A) or Dis (Instr. 3, 4	ies Ac sposed	quired of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
UGI				Code V	Amount	(D)	Price	(IIISU: 5 and 4)			
Common Stock	03/03/2014			М	20,000	А	\$ 27.25	224,658	D		
UGI Common Stock	03/03/2014			F <u>(1)</u>	15,773	D	\$ 44.3	208,885	D		
UGI Common Stock	03/04/2014			М	40,000	A	\$ 27.25	248,885	D		
UGI Common	03/04/2014			S	40,000	D	\$ 44.7 (2)	208,885	D		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 27.25	03/03/2014		М		20,000	01/01/2011	12/31/2017	UGI Common Stock	20,000
Option (Right to Buy)	\$ 27.25	03/04/2014		М		40,000	01/01/2011	12/31/2017	UGI Common Stock	40,000

# **Reporting Owners**

Stock

/s/ Jessica A. Milner, Attorney-in-Fact for John L. Walsh	03/05/2014
** Signature of Deporting Derson	Data

\*\*Signature of Reporting Person

Date

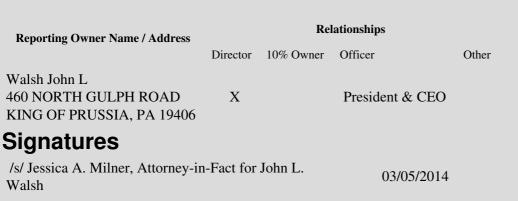
## **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the transaction.

(2)



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The shares of stock with respect to this transaction were sold at prices ranging from \$44.53 to \$44.87. Upon request, UGI Corporation will provide to the Securities and Exchange Commission staff, or a security holder of UGI Corporation, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.